

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

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MAGTEN ASSET MANAGEMENT	)	
CORPORATION and LAW DEBENTURE	)	
TRUST COMPANY OF NEW YORK,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	C.A. No. 04-1494-(JJF)
	)	
NORTHWESTERN CORPORATION,	)	
	)	
Defendant.	)	
	)	
MAGTEN ASSET MANAGEMENT CORP.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. Action No. 05-499 (JJF)
	)	
MICHAEL J. HANSON and ERNIE J. KINTD,	)	
	)	
Defendants.	)	

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**PLAINTIFFS' EMERGENCY MOTION SEEKING ORDERS (a) SHORTENING THE BRIEFING SCHEDULE UNDER LOCAL RULE 7.1.2 AND SETTING A HEARING DATE BEFORE THE SPECIAL MASTER; (b) DETERMINING PRIVILEGE STATUS OF DOCUMENTS NORTHWESTERN SEEKS TO RECALL UNDER CLAIM OF INADVERTENT PRODUCTION AND PRIVILEGE; (c) COMPELLING NORTHWESTERN TO PRODUCE NON-PRIVILEGED DOCUMENTS; (d) COMPELLING NORTHWESTERN TO PRODUCE LEGIBLE VERSIONS OF DOCUMENTS PRODUCED IN ILLEGIBLE FORM; (e) EXTENDING THE PERIOD FOR COMPLETING DEPOSITIONS; AND (f) ASSESSING FEES AND COSTS AGAINST NORTHWESTERN**

Plaintiffs Magten Asset Management Corporation and the Law Debenture Trust Company of New York, by and through their counsel, hereby submit for consideration on an emergency basis their motion (the "Motion") pursuant to Rules 26, 34 and 37 of the Federal Rules of Civil Procedure for the entry of orders (a) shortening the briefing schedule under Local

Rule 7.1.2 and setting a hearing date before the Special Master; (b) determining the privilege status of documents previously produced by NorthWestern Corporation ("NorthWestern") that NorthWestern belatedly seeks to recall under claim of inadvertent production and privilege; (c) compelling defendant NorthWestern to produce documents that are not privileged (including documents disclosed to the SEC); (d) compelling defendant NorthWestern to produce legible versions of documents that were produced in illegible form; (e) extending the deadline for completing depositions until a time following the production of the subject documents; and (f) awarding Plaintiffs their reasonable fees, expenses and costs as sanction for NorthWestern's failure to comply with its discovery obligations. Plaintiffs' position and arguments in support of the Motion are outlined in the Memorandum of Law filed (under seal) concurrently herewith.

Counsel's certification pursuant to Local Rule 7.1.1 is attached hereto at tab A, together with a proposed form of order attached at tab B that would (a) shorten the Local Rule 7.1.2 briefing interval; (b) grant Plaintiffs' request to waive the filing of a reply brief; and (c) set a hearing date on the issues raised by the Motion, at the Special Master's earliest convenience.

Respectfully submitted,

Dated: Wilmington, Delaware  
April 13, 2007

**BLANK ROME LLP**

/s/ Dale R. Dubé  
Dale R. Dubé (DE No. 2863)  
Bonnie G. Fatell (DE No. 3809)  
David W. Carickhoff (DE No. 3715)  
1201 Market Street, Suite 800  
Wilmington, DE 19801  
Telephone: (302) 425-6400  
Facsimile: (302) 425-6464

- and -

**SMITH, KATZENSTEIN & FURLOW, LLP**

/s/ Kathleen M. Miller  
Kathleen M. Miller (DE No. 2898)  
800 Delaware Avenue, 7<sup>th</sup> Floor  
P.O. Box 410  
Wilmington, DE 19899  
Telephone: (302) 652-8400  
Facsimile: (302) 652-8405

-and-

**FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON LLP**

Bonnie Steingart  
Gary L. Kaplan  
John W. Brewer  
One New York Plaza  
New York, NY 10004  
Telephone: (212) 859-8000  
Facsimile: (212) 859-4000

Counsel for Magten Asset Management  
Corporation

**NIXON PEABODY LLP**

John V. Snellings  
Amanda Darwin  
100 Summer Street  
Boston, MA 02110  
Telephone: (617) 345-1201  
Facsimile: (866) 947-1732

Counsel for Law Debenture Trust  
Company of New York

**CERTIFICATE OF SERVICE**

I hereby certify that on this 13<sup>th</sup> day of April, 2007, I served by hand delivery and electronic filing the PLAINTIFFS' EMERGENCY MOTION SEEKING ORDERS (a) SHORTENING THE BRIEFING SCHEDULE UNDER LOCAL RULE 7.1.2 AND SETTING A HEARING DATE BEFORE THE SPECIAL MASTER; (b) DETERMINING PRIVILEGE STATUS OF DOCUMENTS NORTHWESTERN SEEKS TO RECALL UNDER CLAIM OF INADVERTENT PRODUCTION AND PRIVILEGE; (c) COMPELLING NORTHWESTERN TO PRODUCE NON-PRIVILEGED DOCUMENTS; (d) COMPELLING NORTHWESTERN TO PRODUCE LEGIBLE VERSIONS OF DOCUMENTS PRODUCED IN ILLEGIBLE FORM; (e) EXTENDING THE PERIOD FOR COMPLETING DEPOSITIONS; AND (f) ASSESSING FEES AND COSTS AGAINST NORTHWESTERN, using CM/ECF which will send notification of such filing(s) to the following:

**BY EMAIL AND HAND DELIVERY**

Denise Seastone Kraft, Esquire  
Edwards Angell Palmer & Dodge LLP  
919 North Market Street, 15th Floor  
Wilmington, DE 19801

Victoria Watson Counihan, Esquire  
Dennis A. Meloro, Esquire  
Greenberg Traurig LLP  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, DE 19801

I also certify that, on this 13<sup>th</sup> day of April, 2007, I served the aforementioned document, by e-mail and Federal Express, upon the following participants:

**BY EMAIL AND FEDERAL EXPRESS (NEXT MORNING DELIVERY)**

Stanley T. Kaleczyc, Esquire  
Kimberly A. Beatty, Esquire  
Browning, Kaleczyc, Berry & Hoven, P.C.  
139 North Last Chance Gulch  
P.O. Box 1697  
Helena, Mt 59624

Steven J. Reisman, Esquire  
Joseph D. Pizzurro, Esquire  
Nancy E. Delaney, Esquire  
Miriam K. Harwood, Esquire  
Curtis, Mallet-Prevost, Colt & Mosle LLP  
101 Park Avenue  
New York, New York 10178-0061

*Dale R. Dubé*  
Dale R. Dubé (No. 2863)